

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 336.
FILED, MARCH 30th. 1967.

PCE EXPLORATIONS LIMITED

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1518, dated January 9, 1967.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.

(a) The completion of an Agreement dated as of February 27, 1967, between the Company and Newconex Canadian Exploration Limited, 8 King Street East, Toronto, Ontario, Conwest Exploration Company Limited, Suite 1001, 85 Richmond Street West, Toronto, Ontario, Consolidated Proprietary Mines Holdings Limited, Suite 206, 330 Bay Street, Toronto, Ontario, Pan American Canada Oil Company Ltd., 444 Seventh Avenue S.W., Calgary, Alberta, pursuant to the terms of which the Company has transferred or caused to be transferred a total of 1,554 mining claims situate in the Coppermine River Area, Northwest Territories, to Coppermine River Limited, Suite 613, 159 Bay Street, Toronto, (see Item 19).

(b) Proposed increase in authorized capital (see Item 4).

4. Share capitalization showing authorized and issued and outstanding capital.

The authorized capital of the Company consists of 6,000,000 shares of the par value of \$1.00 each, of which there are issued and outstanding as fully paid, 5,880,000 shares. Since the date of Filing Statement No. 1518 dated January 9th, 1967, a total of 300,000 shares have been allotted and issued as fully paid and non-assessable pursuant to the terms of an underwriting agreement dated January 9th, 1967 with Goodwin, Harris & Company Limited, 347 Bay Street, Toronto, Ontario, acting on behalf of Assembly Mines Limited, Suite 911, 159 Bay Street, Toronto, Ontario. Subject to the acceptance of the terms of this Filing Statement by the Toronto Stock Exchange and the required approval being obtained from the shareholders of the Company, the Company contemplates making application to the Lieutenant Governor of the Province of Ontario for Supplementary Letters Patent increasing its authorized capital from \$6,000,000 to \$7,500,000 divided into 7,500,000 shares of a par value of \$1.00 each.

7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.

The only person holding a greater than five per cent (5%) interest in Assembly Mines Limited is Mr. Murray Watts, 55 Bayview Ridge, Willowdale, Ontario, the President and a director of the Company.

19. By agreement dated August 1st, 1966 between Murray Watts, the President of the Company, Consolidated Proprietary Mines Holdings Limited, Suite 206, 330 Bay Street, Toronto, Ontario, ("Consolidated") and the Company, Consolidated granted to the Company an option to acquire certain mining claims in the Coppermine River area, Northwest Territories, on the understanding that the Company would examine the claims, and on or before September 10th, 1966, notify the Optionor of the claims it did not wish to acquire, and with respect to the claims not relinquished as aforesaid, the Company agreed to perform and record sufficient work thereon to keep the claims in good standing for one year. With respect to the claims not so relinquished, the Company would then have the sole and exclusive option to cause all or any of the retained claims to be transferred to a new company to be incorporated on or before May 1st, 1967. A total of 103 claims were covered under the terms of this agreement. Of these 103 claims, 45 have been transferred to Coppermine River Limited pursuant to the terms of the agreement dated as of February 27th, 1967 (see Item 1).

As set out in said Filing Statement dated January 9, 1967, by agreements dated July 15, 1966, and October 31, 1966, the Company acquired a 100% interest in certain other mining claims in the Coppermine River Area, Northwest Territories, from Voyager Explorations Limited, Suite 901, 159 Bay Street, Toronto, Ontario.

The execution and delivery of the agreement hereinafter described is a result of negotiations between the parties thereto and the previous prospector interests in the said agreements between Consolidated Proprietary Mines Holdings Limited and Voyager Explorations Limited.

By agreement dated February 27th, 1967 between the Company, Newconex Canadian Exploration Limited, 8 King Street East, Toronto, Ontario, (hereinafter called "Newconex"), Conwest Exploration Company Limited, Suite 1001, 85 Richmond Street West, Toronto, Ontario, (hereinafter called "Conwest"), Consolidated and Pan American Canada Oil Company Ltd., 444-7th Avenue S.W., Calgary, Alberta, (hereinafter called "Pan American"), the Company agreed to cause Coppermine River Limited, (hereinafter called "Coppermine"), to be incorporated with an authorized capital of 5,000,000 shares without par value and to arrange for the transfer to Coppermine of a total of 1,554 mining claims situate in the said Coppermine River area, District of MacKenzie, Northwest Territories, for 750,000 fully paid and non-assessable vendor shares of the capital stock of Coppermine. The Company has agreed and will direct the issue of the said vendor shares to satisfy in full the obligations of the Company arising out of the transfer of the said claims to Coppermine to certain prospectors and Consolidated as follows:

Murray Watts, 55 Bayview Ridge, Willowdale, Ontario	60,000 shares
Lloyd McCart, Temagami, Ontario	37,500 shares
Consolidated	37,500 shares
R. C. Sheardown, 52 Brian Drive, Agincourt, Ontario	15,000 shares
J. Mustard, Box 425, Tweed, Ontario	20,000 shares
George Byles, Haileybury, Ontario	15,000 shares
The Company will receive	565,000 vendor shares

All the parties to the said agreement have agreed that until January 1st, 1968, Coppermine shall be a joint exploration corporation as defined under section 83A(3e) of the Income Tax Act of Canada. Accordingly, all the vendor shares, as above recited, shall be held in escrow subject to transfer, alienation, hypothecation within the escrow and release therefrom on the consent of the Board of Directors of Coppermine.

The parties to said agreement may extend the term of Coppermine's status as a joint exploration corporation from year to year. Subject to the requirement to so qualify (which requirement shall prevail), the parties have a right of first refusal to each other's shares in Coppermine and have the right to assign to a subsidiary, parent or another subsidiary of a parent which controls any party (providing Conwest Exploration Company Limited may notwithstanding said right of first refusal assign all or a portion of its shares in Coppermine to Central Patricia Gold Mines Limited).

It is a term of the said agreement that forthwith after the incorporation of Coppermine and the transfer of the claims to it and the allotment and issue of the shares as aforesaid, each of the parties has agreed to subscribe for and purchase all but not part of 200,000 treasury shares of Coppermine at 50¢ per share, \$20,000.00 payable forthwith, and the balance of \$80,000.00 on or before the first day of April, 1967, and the shares so subscribed for shall be allotted forthwith and issued to the subscribers as fully paid and non-assessable upon payment therefor. The first 40,000 shares issued to Consolidated shall be held in escrow subject to release upon payment in full of the balance of the \$80,000.00. Upon

the written request of Consolidated, the time for payment of the balance of the said \$80,000.00 may be extended for a further period of 40 days to the 10th day of May, 1967. If Consolidated does not pay the said sum of \$80,000.00, each of the other parties has agreed to purchase at 50¢ per share, 10,000 of the 40,000 shares purchased by Consolidated and Consolidated has agreed to sell the said shares to the said parties for the total sum of \$20,000.00. Each of the parties has agreed to pay Coppermine \$20,000.00 against the issue of 40,000 of the 160,000 shares of Coppermine allotted to Consolidated and Consolidated has agreed to cause the said shares so allotted to be issued accordingly. If Consolidated does not pay the said sum of \$80,000.00, the Company shall purchase from Consolidated the 37,500 vendor shares of Coppermine, held by Consolidated in exchange for 37,500 fully paid and non-assessable free shares of the capital stock of the Company, whereupon Consolidated shall have no further interest in said agreement,

In consideration of the aforesaid subscriptions, it is a further term of the agreement that each of the parties shall have the right and option to subscribe for and purchase all but not part of each of the following blocks of additional shares:

- (a) 200,000 shares @50¢ per share, \$20,000.00 payable on or before January 7th, 1968 and the balance on or before April 1st, 1968;
- (b) 200,000 shares @75¢ per share, \$20,000.00 payable on or before January 7th, 1969 and the balance on or before April 1st, 1969;
- (c) 200,000 shares @\$1.00 per share, \$20,000.00 payable on or before January 7th, 1970 and the balance on or before April 1st, 1970.

In the event of default by any party to take up the shares of Coppermine held under option, the other parties may take over the non-exercising party's rights, whereupon the non-exercising party shall have no further right in respect to optioned shares of Coppermine.

Until January 1st, 1968 and until the shares of Coppermine are qualified for public sale, the parties have agreed that the Board of Directors of Coppermine shall consist of five directors, one of whom shall be a nominee of each of the parties so long as such party holds at least 10% of the then issued capital stock of Coppermine. Upon one party's holdings falling below the aforesaid prescribed percentage, the remaining parties' nominees may nominate a mutually satisfactory replacement.

The parties to the agreement have agreed that a certain area bounded by 67 degrees 00 minutes to 68 degrees 00 minutes north latitude, and 114 degrees 00 minutes to 119 degrees 30 minutes west longitude shall be designated as "an area of common interest". Should any of the parties to the agreement acquire mining property or properties or the right to acquire any mining property or properties, or any interest in such mining property or properties in the said area, after execution and delivery of the said agreement (being March 22nd, 1967) then such parties shall offer in writing to transfer such acquired interests to Coppermine at cost. If Coppermine does not accept such offer within 30 days, the offeror shall be free to hold or dispose of such acquired interests

to any persons (other than Coppermine) including any other party or parties to the said agreement. If such offeror holds such acquired interests or enters into an agreement with another party or parties to said agreement after the said offer has not been accepted by Coppermine, the offeror and such other party or parties to said agreement shall be at liberty to hold, sell, dispose of or otherwise deal with such acquired interests freed and discharged from any obligation to Coppermine under said agreement. The said obligation shall prevail until December 31st, 1969 and shall continue to be a binding obligation regardless of the number of properties acquired and offered to Coppermine. The non-acceptance by Coppermine of any offer shall in no way release the obligations of any of the parties to the agreement to comply with said provisions with respect to any other acquired interests.

Because of the limited amount of trading on the Vancouver Stock Exchange over the last two years, the directors of the Company have passed a resolution authorizing the delisting of the Company's shares from said Exchange.

FINANCIAL STATEMENTS

PCE EXPLORATIONS LIMITED

(INCORPORATED UNDER THE LAWS OF ONTARIO)

BALANCE SHEET AS AT FEBRUARY 28, 1967

ASSETS

	\$	\$
<u>Current Assets</u>		
Cash	111,835	
Accounts Receivable	8,109	
Prepaid Expenses and Advances	<u>3,275</u>	123,219
<u>Advances to Coppermine River Limited</u>		41,356
<u>Investment in Unlisted Mining Companies-at cost (Note 1)</u>		164,227
<u>Fixed Assets</u>		
Mining Properties - at cost (Note 1)	226,676	
Prospecting Equipment	<u>5,251</u>	231,927
<u>Other Assets and Deferred Expenditure (Note 1)</u>		
Interest in exploration participations	36,356	
Exploration, development and administrative expenses	<u>333,593</u>	369,949
		<u>930,678</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities

Accounts payable and accrued liabilities 1,222

Shareholders' Equity

Capital Stock (Note 2)

Authorized - 6,000,000 shares, par value \$1.00 each

Issued and fully paid:

5,880,000 shares 5,880,000

Less discount thereon 4,401,391

1,478,609

Deficit

Balance December 31, 1966 544,153

Add Option payment written off 5,000

549,153

929,456

930,678

Prepared from the books of account without audit.

SIGNED ON BEHALF OF THE BOARD

W. W. W. W. W.
Director

A. W. C. C. C.
Director

PCE EXPLORATIONS LIMITED

EXPLORATION, DEVELOPMENT AND ADMINISTRATIVE EXPENSES

FOR THE TWO MONTHS ENDED FEBRUARY 28, 1967

	\$	\$	\$
<u>Balance, December 31, 1966</u>			316,392
<u>Exploration and development</u>			
<u>Sothman Twp.</u>			
Engineering	70		
Magnetometer and E.M. Survey	<u>(229)</u>	(159)	
<u>Langmuir Twp.</u>			
Engineering	48		
Staking	534		
General	<u>5</u>	587	
<u>Nairn Twp.</u>			
Staking		1,472	
<u>Northwest Territories</u>			
Engineering	1,528		
Travel, Camp Equip., food			
supplies etc.	2,081		
General	706		
Claim Staking	<u>3,623</u>	7,938	
<u>Outside Property Examination</u>		898	
<u>Wage Burden</u>		44	
<u>Grub Staking</u>		<u>500</u>	11,280
<u>Administrative</u>			
Accounting		782	
Advertising and Promotion		100	
Audit and legal		1,235	
Engineering		936	
Fees and licenses		978	
General		37	
Radio and telephone		336	
Transfer agent's fees		257	
Travel		(368)	
Secretarial		21	
Bank Charges		7	
Wages		<u>1,600</u>	
Less Interest earned			<u>5,921</u>
<u>Balance, February 28, 1967</u>			<u>333,593</u>

PCE EXPLORATIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE

TWO MONTHS ENDED FEBRUARY 28, 1967

1. The items, "investment in unlisted mining companies", "mining properties", and "other assets and deferred expenditure" are shown at cost to date less amounts written off. The amounts shown are not intended to represent present or future values.
2. During the two month period the company issued the following shares:

-- to Goodwin, Harris and Company Limited pursuant to an underwriting agreement dated January 9, 1967.

	Number	Par Value	Discount	Net
For Cash	<u>300,000</u>	<u>\$300,000</u>	<u>\$210,000</u>	<u>90,000</u>

PCE EXPLORATIONS LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE TWO MONTHS ENDED FEBRUARY 28, 1967

	\$	\$
<u>Source of funds</u>		
Sale of Trasury stock - net (Note 2)	90,000	
Reduction of interest in exploration participations	<u>1,921</u>	91,921
<u>Application of funds</u>		
Advances to Coppermine River Ltd.	41,356	
Purchase of prospecting equipment	473	
Exploration, development and administration expenses	<u>17,201</u>	<u>59,030</u>
<u>Increase in working capital</u>		32,891
<u>Working Capital December 31, 1966</u>		
Current Asset	92,669	
Current Liabilities	<u>3,563</u>	<u>89,106</u>
<u>Working Capital February 28, 1967</u>		
Current Assets	123,219	
Current Liabilities	<u>1,222</u>	<u>121,997</u>

<p>9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.</p>	<p>The proposed 1967 field work program in the Northwest Territories as set out in said Filing Statement will now be undertaken by Coppermine River Limited. During 1967, the Company will participate in the financing of Coppermine River Limited to the extent of \$100,000.00. As of balance sheet date, the Company had advanced to Coppermine River Limited the sum of \$41,356.00 (see Item 19). Further geophysical work is recommended on the Langmuir Township, Ontario, claims but has been deferred pending developments in the surrounding area.</p>
<p>10. Brief statement of company's chief development work during past year.</p>	<p>No further exploration or development work of consequence has been accomplished since the date of the Filing Statement dated January 9th, 1967.</p>
<p>11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.</p>	<p>Over and above the 1,554 claims acquired by Coppermine River Limited, the Company has staked and recorded a total of 225 mining claims in the Coppermine River Area, District of MacKenzie, Northwest Territories. Approximately 160 further claims have been staked in the same area but not recorded. These claims are not governed by the covenants contained in the said agreement dated February 27th, 1967, concerning the area of common interest.</p>
<p>19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.</p>	<p>See Schedule " A " on pages 2 to 7.</p>
<p>20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.</p>	<p>There are no other material facts. Shares of the capital stock of the Company are in the course of primary distribution to the public.</p>

DATED March 28, 1967

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M. Watts"

PCE EXPLORATIONS LIMITED

per: *W. W. Watts*

CORPORATE
SEAL

"R.W.Y. Campbell"

R. W. Y. Campbell

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE EXCHANGE HAS NEITHER APPROVED NOR DISAPPROVED THE INFORMATION CONTAINED IN THIS FILING STATEMENT, WHICH IS A REPRODUCTION OF THE ORIGINAL FILED WITH THE EXCHANGE BY THE COMPANY AND IS ISSUED FOR INFORMATION PURPOSES ONLY. THIS FILING STATEMENT IS NOT TO BE REPRODUCED IN WHOLE OR IN PART WITHOUT THE WRITTEN APPROVAL OF THE TORONTO STOCK EXCHANGE.

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1575.
FILED, SEPTEMBER 22nd, 1967.

PCE EXPLORATIONS LIMITED

Full corporate name of Company
Incorporated under Part XI of The Ontario Companies Act by Letters Patent dated June 24, 1945, under the name Pacific (Eastern) Gold Mines Limited Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953 (Ontario) by Letters Patent dated May 1st, 1957).

FILING STATEMENT

Reference is made to previous Filing Statement No. 1518 and Amending Filing Statement No. 336 and Statement of Material Facts No. 67-2.

(To be filed with respect to any material change in a company's affairs, including among other things, an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)
By Supplementary Letters Patent dated August 7, 1957, the name of the Company was changed to the present name.

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.

The purchase by Hearne Coppermine Explorations Limited (N.L.P.) Suite 401 - 1111 West Hastings Street, Vancouver, British Columbia (hereinafter referred to as "Hearne") of a total of 350,000 shares of capital stock of the Company, with an option to purchase an additional 175,000 shares (see item 6 hereof).

Change in location of the Head Office of the Company (see item 2 hereof).

Change in Officers and Directors (see item 3 hereof).

Increase in authorized capital (see item 4 hereof).

2. Head office address and any other office address.

The Head Office of the Company has been removed from Suite 911 to Suite 613, 159 Bay Street, Toronto, Ontario.

3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.

President & Managing Director	Murray Watts 75 Blenheim Road, Willesdale, Ont.	Mining Engineer & Prospector, Self-Employed.
Vice-President & Director	Murdock C. Mosher, 168 Sandringham Dr. Downsview, Ont.	Prospector, Self-Employed.
Secretary & Director	R.Y.W. Campbell, 26 Noel Avenue, Toronto, Ont.	Barrister and Solicitor.
Director	Donald Sirola, 257 The East Mall Apt. 105 Islington, Ont.	Senior Mining Representative.
Assistant Treasurer	George Arthur Loader, Accountant. 34 Agar Cres., Islington, Ontario	

One vacancy exists on the Board of Directors and the office of Treasurer due to the resignation of Mr. A. David Cossar, 2 Kingsmere Road, Toronto 7, Ontario.

4. Share capitalization showing authorized and issued and outstanding capital.

Authorized: 7,500,000, par value \$1.00 each
Issued: 6,000,000 shares.

Since the date of Filing Statement No. 1518 dated January 9th, 1967, the Company has received Supplementary Letters Patent dated August 3rd, 1967 increasing its authorized capital from 6,000,000 shares of the par value of \$1.00 each to 7,500,000 shares.

By an agreement dated June 21st, 1967 between the Company and Goodwin, Harris & Company Limited, 347 Bay Street, Toronto, Ontario ("The Company's Agent"), the Company's agent offered for sale up to a total of 120,000 shares of the capital stock of the Company at the price of \$1.70 per share on a fixed price offering basis on the floor of the Toronto Stock Exchange. As a result of such offering, subscriptions were received for the said 120,000 shares which netted the Company's treasury a total of \$200,700.00. (See Statement of Material Facts No. 67-2).

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	None
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>By memorandum of agreement dated as of the 10th day of September, 1967, as amended, between the Company and Hearne, Hearne agreed to purchase for investment purposes a total of 350,000 shares of the capital stock of the Company as fully paid and non-assessable at the price of \$1.00 per share (\$357,500.00), such amount payable forthwith upon the acceptance of the terms hereof by the Toronto Stock Exchange. In consideration of such purchase the Company has granted to Hearne an option to purchase a further 175,000 shares at the price of \$1.75 per share, such option being exercisable in whole or in part up to and including 90 days following the aforesaid acceptances.</p> <p>It is a further term of the agreement that Hearne, in accordance with the regulations of such regulatory bodies having jurisdiction, has undertaken not to sell or distribute any of the underwritten or optioned shares for a period of six months from the date of said agreement and further has undertaken not to sell or distribute any such shares without a statement of material facts being filed with and accepted by the Toronto Stock Exchange and the Ontario Securities Commission.</p> <p>Mr. Murray Watts the President and Director of the Company, is also a Director of Hearne.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Not applicable
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	None
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	See Schedule "A" on page 4.
10. Brief statement of company's chief development work during past year.	See Schedule "B" on page 5.
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	<p>Not applicable. However in the Fall of 1966 and in 1967 to date, the Company staked, optioned or otherwise acquired an excess of 750 claims in the Coppermine River area Northwest Territories. Staking costs are estimated at \$100.00 per claim.</p> <p>In the Spring of 1967 the Company acquired at cost of staking, 18 claims in Creelman Township, 18 claims in Fraleck Township and 19 claims in Nairn Township, all in the Sudbury Mining division, Province of Ontario, at a total cost of approximately \$1,800.00. These claims were acquired to protect a potential uranium bearing formation and no work is planned in the immediate future.</p>
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable

13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement	<p>Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto, Ontario, holds in escrow 90,000 shares of the capital stock of the Company subject to release pro rata to the persons entitled thereto upon the written consent of the Board of Directors of the Company, the Toronto Stock Exchange and the Ontario Securities Commission and subject to transfer, hypothecation or any form of alienation within the escrow only upon the written consent of the Toronto Stock Exchange and the Ontario Securities Commission.</p>
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	<p>Isaac Burns, 242 6th Avenue, Lively, Ontario 30,000 shares</p> <p>Gordon Leliever, Box 431, Streetsville, Ontario 60,000 shares</p>
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<p>As of September 15th, 1967, the following comprised the five largest shareholders of the Company:</p> <ul style="list-style-type: none"> * Doherty, Roadhouse & McCuaig Bros., 335 Bay Street, Toronto, Ontario 886,354 shares ** Goodwin, Harris & Company Limited, 347 Bay Street, Toronto, Ontario 662,033 shares *** Dardo Exploration Holdings Ltd., c/o N. E. Phipps, White, Bristol, Beck & Phipps, 335 Bay Street Toronto, Ontario 200,000 shares ** S. J. Brooks & Co., 185 Bay Street, Toronto, Ontario 137,420 shares ** Moss, Lawson & Co. Ltd., 48 Yonge Street Toronto, Ontario 126,758 shares * 85,000 of these shares beneficially owned by Assembly Mines Ltd., Mr. Watts' wholly owned Company. ** Beneficial ownership unknown to the signatories hereto. *** The holders of all the issued and outstanding shares of Dardo Exploration Holdings Ltd. are as follows: Patricia Doherty, D'Arcy Rogers Doherty, Britton Manning Doherty, all of 166 Warren Road, Toronto, Ontario, and Virginia Doherty, 897 Avenue Road, Toronto, Ontario. <p>The signatories hereto understand that Dardo Exploration Holdings Ltd. is the beneficial owner of such shares.</p>
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	<p>The Directors of the Company from time to time by the solicitation of proxies from the shareholders and those shareholders indicated in Item 15 hereof, may be in a position to materially affect control of the Company.</p>
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>47,450 shares of Gavan Mines Limited, carrying on the books of the Company at \$1.00 - no quoted market value.</p> <p>750,000 shares of Pacific (Northern) Gold Mines Limited at book value of \$164,226.00 - no quoted market value.</p> <p>31,250 shares of San Judas Molybdenum Corporation Limited, carried on the books of the Company at \$5,419.00 - no quoted market value.</p> <p>765,000 shares of Coppermine River Limited carried on the books of the Company at \$130,000.00 - no quoted market value.</p>
18. Brief statement of any lawsuits pending or in process against company or its properties.	<p>None</p>

9. The Company intends to expend a portion of the proceeds received from the sale of its treasury shares as set out in Item 6 hereof:

(a) In the continued exploration of its properties in the Northwest Territories including investigating, prospecting and evaluating the claims the Company holds in its own right, totalling some 750 claims, participating with others who have knowledge of other developments in the immediate area, prospecting outside any areas where the Company has an interest particularly in the Arctic and any other areas in the Arctic. Such investigation and evaluation would constitute a costly project even on a preliminary basis in the Arctic and in the event the Company receives encouragement from such preliminary investigation the expansion of an exploration programme could involve the expenditure of further very substantial sums of money. The funds to be raised by the financing herein recited would provide a base for such an exploration programme.

(b) For general administrative expenses.

(c) To have funds available for the exercise of outstanding options to purchase shares in the capital stock of Coppermine River Limited. Such options are outstanding as follows:

(i) 200,000 shares at 50 cents per share, \$20,000.00 payable on or before January 7th, 1968 and the balance on or before April 1st, 1968.

(ii) 200,000 shares at 75 cents per share, \$20,000.00 payable on or before January 7th, 1969 and the balance on or before April 1st, 1969.

(iii) 200,000 shares at \$1.00 per share, \$20,000.00 payable on or before January 7th, 1970 and the balance on or before April 1st, 1970.

The Company has already advanced to Coppermine River Limited the sum of \$30,000.00 in anticipation of the exercise of the option on 200,000 shares at 50 cents per share, as above recited.

(d) Depending on the availability of cash from time to time the Company may option or otherwise acquire properties of merit from time to time, in addition to claims which may be staked by certain prospecting parties (see item 10 hereof), on as favourable terms as may be available.

10. (a) Ground electromagnetic and magnetometer surveys on 26 of the 30 claims in Langmuir Township, Ontario. A second electromagnetic survey was performed on 12 of the said claims and as a result a programme of diamond drilling was completed and some mineralization encountered. Further geophysical work is recommended but has been deferred pending developments in the surrounding area. Three of these claims have since been dropped.
- (b) Four grids covering all of one group and parts of two others were cut in Sothman Township, Ontario. Ground magnetometer surveys on all grids and electromagnetic surveys on grids 1, 2 and 3 were also completed. As a result of the surveys, a programme of diamond drilling was completed with negative results. Some of these claims have since been dropped and the remainder will be dropped in stages by December, 1967.
- (c) Three drill holes were completed on a 36 claim group in Browning and Amyot Townships, Ontario. Nothing of economic significance was encountered and the claims have since been dropped.
- (d) In participation with Canadian Superior Exploration Limited and United States Smelting Refining & Mining Co. Ltd., exploration work has been carried out on a 304 claim group in the Vangorda Creek area, B.C. Following an airborne magnetometer survey of the entire claim group, a ground crew of four men spent 2½ months on the property carrying out reconnaissance and detailed geological mapping, geochemical soil and silt sampling and magnetometer surveys. 16 additional claims were staked adjoining the original group. No mineral deposits of economic significance were encountered and no further work is planned at the present time.
- (e) Some trenching and drilling has been done on the Browning, Ogilvie, Hodgetts, Amyot and Unwin, Ontario claims with subsequent assaying of samples taken. Nothing of economic significance was encountered and the claims have been abandoned.
- (f) Prior to the commencement of prospecting season 1967 the Company had done preliminary trenching, sampling, prospecting and geophysical work on the various claim groups in the Coppermine River Area, Northwest Territories, subsequently acquired by Coppermine River Limited. During the current season the Company has maintained prospecting parties in the field in this area where geological mapping geophysical surveying, structural and exploratory diamond drilling and prospecting has been carried out to date on claims which the Company owns in its own right, at a total cost to date of approximately \$42,000.00. Such work was carried out from funds derived from the fixed price offering, as aforesaid.

FINANCIAL STATEMENTS

PCE EXPLORATIONS LIMITED

BALANCE SHEET

AS AT 31 AUGUST, 1967

ASSETS

Current assets

Cash	\$ 41,986	
Deposit receipts	100,000	
Accounts receivable	<u>31,100</u>	\$ 173,066

Expenditures on Coppermine River claims - Note 1	127,819
Investment in Coppermine River Limited shares - Note 1	130,000
Investment in unlisted mining companies	169,646

Fixed assets

Mining properties - at cost	212,156	
Prospecting equipment - at cost	<u>5,251</u>	217,407

Other assets and deferred expenditure

Interest in exploration participations	36,356	
Exploration, development and administrative expenses	<u>241,677</u>	<u>278,033</u>
		\$1,095,971

LIABILITIES

Current liabilities

Accounts payable and accrued charges	5,628
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SHAREHOLDERS' EQUITY

Capital stock

Authorized:

7,500,000 shares of a par value of \$1.00 each

Issued and fully paid:

6,000,000 shares	\$6,000,000	
Plus: Premium on shares	<u>84,000</u>	
	6,084,000	
Less: Discount on shares	<u>4,404,691</u>	
		1,679,309

Deficit

Balance at 31 August, 1967	572,796	
Mining lands and rights written off	<u>16,170</u>	
Balance 31 August, 1967	<u>588,966</u>	<u>1,090,343</u>
		\$1,095,971

Prepared from the books without audit

Approved on behalf of the Board:

 Director

 Director

PCE EXPLORATIONS LIMITED

NOTE TO THE BALANCE SHEET

AS AT 31 AUGUST, 1967

Note 1

On the previously published report, these items were incorrectly shown as investment in Coppermine River Limited. They are now properly designated as follows:

200,000 shares purchased for cash at 50¢ per share;

565,000 shares in consideration for 1,554 claims subsequently transferred to Coppermine River Limited. The Company expended \$127,819 in connection with the acquisition and exploration of said claims prior to transferring said claims to Coppermine River Limited.

The Company has also advanced to Coppermine River Limited the sum of \$30,000 in anticipation of the exercise of the option to purchase all but not part of a block of 200,000 shares at 50¢ per share, payable as to \$20,000 on or before January 7, 1968 and the balance on or before April 1, 1968. The Company has the right and option to subscribe for and purchase all but not part of each of the following blocks of additional shares:

200,000 shares at 75¢ per share, \$20,000 payable on or before January 7, 1969 and the balance on or before April 1, 1969;

200,000 shares at \$1.00 per share, \$20,000 payable on or before January 7, 1970 and the balance on or before April 1, 1970.

PCE EXPLORATIONS LIMITED

STATEMENT OF DEFICIT

FOR THE FOUR MONTHS ENDED 31 ST. MAY, 1967

AND THE THREE MONTHS ENDED 31 ST. AUG, 1967.

	3 Months ended 31st, Aug, 1967 <u>Unaudited</u>	4 Months ended 31st, May, 1967 <u>Unaudited</u>
Balance -beginning of period	\$ 572,796.	\$ 572,796.
Mining properties - Written off	<u>16,170.</u>	<u> </u>
Balance end of period	\$ 588,966.	\$ 572,796.

PCE EXPLORATIONS LIMITED

STATEMENT OF EXPLORATION, DEVELOPMENT AND ADMINISTRATIVE EXPENSES

FOR THE FOUR MONTHS ENDED 31 ST. MAY, 1967 AND THE THREE MONTHS

ENDED AUGUST 31 ST. 1967

	3 Months Ended 31st, Aug. 1967. <u>Unaudited</u>	4 Months Ended 31st, May, 1967. <u>Unaudited</u>
Balance - Beginning of Period	\$ 185,692.	\$ 167,988.
Assays	\$	\$
Development - General		
Drafting	427.	539.
Drilling		
Engineers	2,312.	1,165.
Fees		
Field Administration Charges		
General	235.	189.
Geo-Chemical Supplies		
Line-Cutting		
Prospecting Supplies	1,658.	
Staking	25,653.	3,698.
Surveys	1,606.	2,348.
Travel	2,008.	
Trenching		
Wages	8,174.	2,392.
	\$ 42,073.	\$ 10,331.
Accounting	\$ 598.	\$ 1,701.
Administrative Charges		
Advertising and Promotion	547.	496.
Employee Benefits	430.	261.
Fees, Licenses, Taxes	400.	543.
General	303.	805.
Insurance		
Legal and Audit	8,952.	2,946.
Management Fee		
Office		
Printing		
Rent	800.	600.
Salary		
Secretarial	31.	40.
Shareholders Information	136.	
Stock Exchange and Transfer Agents Fees	1,205.	
Telephone and Telegraph	256.	414.
Travel	423.	623.
	\$ 14,081.	\$ 8,429.
Less: Interest on deposits	169.	1,056.
	\$ 13,912.	\$ 7,373.
	\$ 241,677.	\$ 185,692.

PCE EXPLORATIONS LIMITED

31 ST. AUGUST, 1967

The Exploration and development expenses for the three months ended 31st, August, 1967, amounting to \$42,073. were incurred in regard to the following areas.

Coppermine River Area	\$39,099.
General Engineering services	2,312.
General Drafting Services	427.
Other General Expenses	<u>235.</u>
	\$42,073.

PCE EXPLORATIONS LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE FOUR MONTHS ENDED 31 MAY, 1967 AND
THE THREE MONTHS ENDED 31 AUGUST, 1967

	3 Months Ended 31 August 1967 <u>(unaudited)</u>	4 Months Ended 31 May 1967 <u>(unaudited)</u>
<u>Source of funds</u>		
Share issue	\$200,700	\$ -
Interest earned	<u>169</u>	<u>1,056</u>
	<u>200,869</u>	<u>1,056</u>
<u>Use of funds</u>		
Acquisition of mining properties	250	-
Purchase of prospecting equipment	-	472
Expenditures on mining claims subsequently transferred to Coppermine River Limited for shares	-	2,888
Purchase of shares of Coppermine River Limited	30,000	100,000
Investment in unlisted mining companies	-	5,420
Exploration, development and administrative expenses	<u>56,154</u>	<u>18,760</u>
	<u>86,404</u>	<u>127,540</u>
<u>Increase (decrease) in working capital</u>	<u>\$114,465</u>	<u>\$(126,484)</u>
Working capital - beginning of period	52,973	179,457
Increase (decrease) in working capital	<u>114,465</u>	<u>(126,484)</u>
<u>Working capital - end of period</u>	<u>\$167,438</u>	<u>\$ 52,973</u>

ENGINEER'S REPORT

PREFACE

The author has been asked by Mr. M. Watts, president of Coppermine River Limited, to prepare a summary report on the field programme of the Company based on information supplied through his offices and on the writer's three-day visit to the property from September 13 to 15, 1967. A copy of the Company's balance sheet and a plan of the surface drilling on the No. 47 zone of current interest are included.

INTRODUCTION

The main portion of the Company's efforts have to-date been concentrated on the main group (No. 1) of claims, totalling some 144 square miles, and has been more limited on a nearby smaller group (No. 2), comprising some 50 square miles. All the claims are located in the Coppermine River area, north-central District of MacKenzie, Northwest Territories.

A discovery of copper mineralization having significant dimensions and good copper grade was made by diamond drilling on what is known as the No. 47 zone. The deposit has been described and reported on in several press releases and reports to the directors, however, it is too early to present any definite conclusions regarding overall tonnage and grade, or opinions regarding structural or chemical control on copper deposition. Drilling is being concentrated on this deposit in an effort to outline the extremities of the mineralized zone and 30 holes were completed to the end of August.

Geological Mapping

Geological mapping of the two groups was conducted during the summer on a scale of 1" = 1,000' and was completed on group No. 1. Approximately thirty percent of group No. 2 was mapped before deteriorating weather conditions forced the cancellation of the mapping programme.

Diamond Drilling

Diamond drilling from June 6th to August 29th totalled 10,209 feet in 56 holes of which 30 were drilled in the No. 47 zone. Twenty-six of these holes are shown on the enclosed plan and the other four are located farther west. The drills are returning AX core with very high recovery and no problems of significance have been reported. Two machines are continuing the drilling programme which is scheduled to continue until at least the middle or end of October.

Assaying

All assaying to-date has been conducted by either the Federal Government Assay Office in Yellowknife or Atlas Testing Laboratories in Edmonton. All samples are being checked as normal operating procedure.

Geophysical Surveys

Huntec Limited conducted geophysical surveys on group No. 1 from the 9th of June to the 6th of September. Four crew months were spent doing 109 miles of reconnaissance and seven miles of detailed Induced Polarization Surveys using 2.5 kw pulse type units. Sixty-five miles of electromagnetic surveys were also completed by Huntec personnel using several different units such as: the Ronka EM 16, Crone JEM system, Ronka MARK III, and the Ronka horizontal loop MARK IV unit. A Jalender magnetometer was also used over the No. 47 zone.

Preliminary interpretations suggest that the Induced Polarization method is giving a measurable response to the known mineralization in the No. 47 zone, however, a better comparison will be possible at a later date after more drilling has been completed and the overall results reviewed.

Transportation

The 1967 exploration programme commenced in April with the transportation of over 300 tons of supplies by Hercules aircraft from Yellowknife and Norman Wells. These supplies included a D-7 bulldozer, a D-2 tractor, a Boyles Bros. diamond drill, and all the building materials for sleep camps, cookery, office, supplies etc., to accommodate up to 50 personnel.

Access and camp servicing is being maintained by Turbo-Beaver, Cessna 206, and until recently a Bell J helicopter. Subsequent large loads were delivered by DC-3 and Bristol aircraft to an airstrip established at the camp site. Infrequent loads were delivered using twin and single engine Otter aircraft on floats.

The contract with Associated Helicopter Limited of Edmonton commenced on June 1st and terminated on September 6th.

Transportation at the property is being further facilitated by use of a one-ton Dodge (FWD) truck.

Camp Facilities

Three permanent buildings, designed and equipped for all weather use, have been established at Hope Lake, the centre of operations. Two of the buildings measure 70' x 24' and house the cookery, engineering office, parts and equipment warehouse, radio communications office, sleeping quarters and washroom facilities. The third building, 48' x 28' is a garage. A double unit insulated Parcol tent houses additional sleeping quarters. Three wooden framed tents provide space for drill core logging and storage.

Two portable, insulated, bunk-house trailers are used to accommodate the diamond drill crews.

Communications

Radio contact on a scheduled daily basis is maintained with Yellowknife and with several field camps in the nearby vicinity. Radio telephone communication has been established with Toronto on an intermittent basis.

Airfield

An airstrip, 3,200 feet by 125 feet, has been established and is capable of handling DC-3 and Bristol aircraft. A 600-foot extension to the existing field is partially complete. A homing beacon is located at Hope Lake and is operated on request.

Other Work

The work of mounding claim corner posts in accordance with the Canada Mining Regulations was continued throughout the summer.

Prospecting of outcrop and overburden covered areas was conducted with diligence as was the trenching of some mineralized zones.

The movement of drills, trailers, and other equipment was facilitated over thirty miles of roads constructed on the main group of claims.

Respectfully submitted,

WATTS, GRIFFIS AND McOUAT LIMITED



Toronto, Ontario
October 2, 1967

George R. Kent, M.Sc., F.G.A.C.,
P. Eng.

NOTE: One copy each of Surface Plans A and B showing diamond drill holes are on file with the Toronto Stock Exchange.

CERTIFICATE

I, George Robert Kent, hereby certify:

1. That I am a Professional Engineer and reside at 22 St. Dennis Drive, Don Mills, Ontario.
2. That I am a member (Mining Branch) of the Association of Professional Engineers of Ontario and a Fellow of the Geological Association of Canada.
3. That I graduated from Saint Francis Xavier University, Antigonish, Nova Scotia, in 1956 with the degree of Bachelor of Science, and from Dalhousie University in 1962 with the degree of Master of Science in geology.
4. That I have been continuously engaged in geological work for 14 years.
5. That I have no personal interest, nor do I expect to receive any interest, directly or indirectly in the property or in the securities of Coppermine River Limited.
6. That the foregoing report is based on a three-day visit to the property and on information supplied through the offices of Coppermine River Limited.



Toronto, Ontario.
October 2nd, 1967.

George Robert Kent, M.Sc., F.G.A.C.,
P.Eng.

FINANCIAL STATEMENTS

COPPERMINE RIVER LIMITED

BALANCE SHEET

AS AT 31st, AUGUST, 1967.

ASSETS

Current Assets

Cash on hand and in bank - Toronto	\$	61,616.30	
Cash on hand and in bank - Field		13,862.31	
Deposit receipts		50,000.00	
Advances & accounts receivable		6,986.57	
Prepaid insurance and expense		4,913.16	
Commissary		305.96	
Deposits		15.00	\$ 137,699.30

Mining Properties - at cost 375,000.00

Fixed assets - at cost

Buildings	25,480.81	
Office equipment	70.75	
Machinery and equipment	55,411.84	
Camp equipment	19,828.01	100,791.41

Deferred expenditure-per schedule

Exploration	348,683.83	
Administration	29,243.37	377,927.20

Organization expense 2,866.00

\$ 994,283.91

LIABILITIES

Current liabilities

Accounts payable and accrued - head office	\$	43,921.81	
Accounts payable and accrued - field		15,362.10	\$ 59,283.91

SHARE CAPITAL

Authorized:

5,000,000 shares without nominal or par value

Issued and fully paid:

750,000 shares for mining properties	\$	375,000.00	
1,120,000 shares for cash		560,000.00	935,000.00

\$ 994,283.91

Prepared from the books without audit 13th, September, 1967.

COPPERMINE RIVER LIMITED

STATEMENT OF DEFERRED EXPLORATION AND ADMINISTRATION EXPENDITURES

FOR THE PERIOD FROM INCORPORATION 1 ST. MARCH 1967 TO AUGUST 31, 1967.

	Total to 31st, July 1967	Month of August	Total to 31st, August, 67
<u>Exploration</u>			
Assaying & Metallurgical Testing	\$ 1,571.50	\$ 2,310.00	\$ 3,881.50
Claims & Prospecting Supplies	8,635.87	76.65	8,712.52
Consultants	5,062.50	1,635.00	6,697.50
Camp Supplies	5,617.71	2,194.28	7,811.99
Cat. Parts	27.38	-	27.38
Drafting	6,454.65	264.00	6,718.65
Drilling - Company	6,009.03	2,838.56	8,847.59
Drilling - Contract	8,711.76	16,920.44	25,632.30
Equipment, Camp Maintenance Heat & Light	5,188.29	747.62	5,935.91
First aid supplies	320.92	19.50	340.42
Freight & Express- Rail	430.79	147.17	577.96
Freight & Express- Company Aircraft	29,609.30	14,133.57	43,742.87
Freight & Express- Charter	38,357.86	3,419.12	41,776.98
Freight & Express- Helicopter	614.29	5,837.50	6,451.79
Freight & Express- Motor	10,355.78	-	10,355.78
Freight & Express- Tractor	523.10	-	523.10
Food & Cookery	8,549.01	5,096.97	13,645.98
General Expense	255.27	-	255.27
Geophysical Survey - Company	314.49	83.36	397.85
Geophysical Survey - Contract	13,434.58	23,187.50	36,622.08
Geological Survey - Contract	2,000.00	-	2,000.00
Rental Equipment	2,360.40	-	2,360.40
Reports Maps & Prints	7,635.46	252.52	7,887.98
Radio Communications	1,690.81	254.37	1,945.18
Roads	151.74	797.13	948.87
Sampling - Supplies	254.63	115.66	370.29
Stripping and Test Pitting	423.38	-	423.38
Surveying Supplies	151.68	128.25	279.93
Shop, Garage, Maintenance & Parts	3,847.94	18,012.28	21,860.22
Travel	11,257.02	1,480.50	12,737.52
Wages	54,432.90	14,481.74	68,914.64
	<u>\$ 234,250.04</u>	<u>\$ 114,433.69</u>	<u>\$ 348,683.83</u>
<u>Administration</u>			
Accounting	\$ 1,414.70	\$ 199.00	\$ 1,613.70
Bank Charges & Interest	26.28	82.62	108.90
Expediting	435.00	385.00	820.00
General Expense	609.02	84.07	693.09
Legal & Audit	2,826.49	-	2,826.49
Licences & Fees	32.00	-	32.00
Management	4,027.58	1,334.85	5,362.43
Office Expense	686.63	111.81	798.44
Public Relations	660.66	-	660.66
Rent	825.00	200.00	1,025.00
Secretarial	719.63	-	719.63
Telephone & Telegraph	3,259.33	791.77	4,051.10
Travel	2,361.94	1,457.00	3,818.94
Transfer Fees	3,108.00	-	3,108.00
Wage Burden	4,484.03	1,018.58	5,502.61
	<u>25,476.29</u>	<u>5,664.70</u>	<u>31,140.99</u>
Less: Interest Income Received	<u>1,507.20</u>	<u>390.42</u>	<u>1,897.62</u>
	<u>\$ 23,969.09</u>	<u>\$ 5,274.28</u>	<u>\$ 29,243.37</u>

COPPERMINE RIVER LIMITED

BUDGET COMPARISON

31 AUGUST 1967.

	Expenditures Budget	Expenditures Actual	Over or (Under)
Head office and administration	\$ 9,750.00	\$ 31,243.37	\$ 21,493.37
Supervision, engineering etc.	9,500.00	26,091.12	16,591.12
Field personnel	77,200.00	49,008.04	(28,191.96)
Aircraft personnel	9,500.00	11,557.41	2,057.41
Transportation - Men	20,000.00	12,737.52	(7,262.48)
Radio and telephone	5,200.00	4,974.72	(225.28)
Planes & helicopter	40,000.00	69,194.66	29,194.66
Machinery and equipment	82,335.00	73,060.60	(9,274.40)
Power	2,640.00	2,250.00	(390.00)
Camp buildings, supplies furnishings	37,000.00	37,677.17	677.17
Gas, oil and lubricants	25,000.00	25,296.13	296.13
Calcium Chloride	3,000.00	2,500.00	(500.00)
Meats, groceries, cookery	14,000.00	13,645.98	(354.02)
Motor transport	11,200.00	11,456.84	256.84
Aircraft charter	41,576.00	41,776.98	200.98
Diamond drilling - contract	20,300.00	25,632.30	5,332.30
Diamond drilling - company	-	14,337.91	14,337.91
Geophysical survey - contract	12,400.00	36,622.08	24,222.08
Geophysical survey - company	-	8,961.74	8,961.74
Geological survey - contract	2,000.00	2,000.00	-
	<u>\$ 422,601.00</u>	<u>\$ 500,024.57</u>	<u>\$ 77,423.57</u>

19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.

The Company has a one third interest in the prospecting syndicate which in the Spring of 1966 caused to be staked a group of 304 claims in the Vardforda Creek Area, Yukon Territories; the company's proportionate share of the staking costs being \$7,600.00. An additional 16 claims were subsequently staked adjoining the original group. 200 of these claims have since been dropped. By agreement dated April 1, 1966 with Canadian Superior Exploration Limited and the United States Smelting, Refining & Mining Co. Ltd. the parties thereto agreed to participate in a joint exploration programme on the claims.

By agreement dated March 10, 1966 the Company granted to Noranda Exploration Company Limited an option to purchase its one third interest with Noranda in 18 claims in Halkirk and Watten Townships, Port Frances Mining Division, Ontario at a full purchase price of \$36,000.00 exercisable on or before February 15th, 1968. It is the term of said agreement that if Noranda wishes to acquire said one third interest in three claims or less, the purchase price shall be \$10,000.00 per claim. During the currency of said agreement, Noranda will have the right to examine and explore the mining claims.

20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.

There are no other material facts. Shares in the capital stock of the Company covered by the proposed underwriting and option agreement will not be in the course of primary distribution to the public until such time as a statement of material facts has been filed with and accepted by the Toronto Stock Exchange and the Ontario Securities Commission.

Hearne Coppermine Explorations Limited (N.P.L.) was incorporated under the laws of the Province of British Columbia and holds in excess of 3,200 mineral claims in the said Coppermine River area, Northwest Territories.

The officers and directors of Hearne are as follows:

President & Director	J. Austin 2664 Edgar Cres. Vancouver, B.C.	Barrister and Solicitor
Vice-President & Director	M. Smerchanski 2147 Portage Ave. Winnipeg, Manitoba	Professional Engineer
Secretary-Treasurer & Director	M. E. Davis 597 Hadden Drive West Vancouver, B.C.	Chartered Accountant
Director	J. McLallen 1678 Somerset Cres. Vancouver, B. C.	Executive
Director	B. O. Brynelsen 1962 Knox Road Vancouver, B. C.	Professional Engineer
Director	M. M. Menzies 5585 McMaster Road Vancouver, B. C.	Professional Engineer
Director	Murray Watts 55 Bayview Ridge Willowdale, Ont. (President & Director of PCE)	Professional Engineer
Director	Gordon Leliever Streetsville, Ont.	Prospector
Director	F. W. Henderson 26 King Lewis Cres. Agincourt, Ont.	Executive

CERTIFICATE OF THE COMPANY

DATED September 20, 1967.

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

"M. Watts"

"R. Y. W. Campbell"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

HEARNE COPPERMINE EXPLORATIONS LIMITED (N. P. L.)

"F. W. Henderson" Per:

"G. Leliever"